



RECORDATION NO. 29456 FILED

SEP 03 '10 -1 38 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

September 3, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Full Service Lease Agreement dated August 24, 2010 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: The Detroit Edison Company
2000 Second Avenue
Detroit, MI 48336

A description of the railroad equipment covered by the enclosed document is:

100 Bethgon railcars: MBKX 300924 - MBKX 301023 inclusive.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**THE DETROIT EDISON COMPANY
("LESSEE")**

AUGUST 24, 2010

This Memorandum of Lease Agreement is made and entered into as of August 24, 2010 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and The Detroit Edison Company, a Michigan corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one-hundred (100) 2006 FreightCar America built Aluminum Bethgon II railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUMI RAIL CAPITAL, LLC

By: 

Print Name: John O'Bryan

Title: President

LESSEE:

THE DETROIT EDISON COMPANY

By: 

Print Name: GARY E. LAPPIN

Title: Director Fuel Supply

STATE OF ILLINOIS

COUNTY OF COOK

On this 1st day of September, 2010, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C. Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF MICHIGAN

COUNTY OF WAYNE

On this 31 day of AUGUST, 2010, before me personally appeared GARY LAPPLANDER, to me personally known, who being by me duly sworn, says that he is the DIRECTOR of The Detroit Edison Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Lorria A. Hanner
NOTARY PUBLIC

My commission expires:

LORRIA A. HANNER
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Apr 20, 2013

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	300924
2	MBKX	300925
3	MBKX	300926
4	MBKX	300927
5	MBKX	300928
6	MBKX	300929
7	MBKX	300930
8	MBKX	300931
9	MBKX	300932
10	MBKX	300933
11	MBKX	300934
12	MBKX	300935
13	MBKX	300936
14	MBKX	300937
15	MBKX	300938
16	MBKX	300939
17	MBKX	300940
18	MBKX	300941
19	MBKX	300942
20	MBKX	300943
21	MBKX	300944
22	MBKX	300945
23	MBKX	300946
24	MBKX	300947
25	MBKX	300948
26	MBKX	300949
27	MBKX	300950
28	MBKX	300951
29	MBKX	300952
30	MBKX	300953
31	MBKX	300954
32	MBKX	300955
33	MBKX	300956
34	MBKX	300957

<u>Count</u>	<u>Mark</u>	<u>Number</u>
35	MBKX	300958
36	MBKX	300959
37	MBKX	300960
38	MBKX	300961
39	MBKX	300962
40	MBKX	300963
41	MBKX	300964
42	MBKX	300965
43	MBKX	300966
44	MBKX	300967
45	MBKX	300968
46	MBKX	300969
47	MBKX	300970
48	MBKX	300971
49	MBKX	300972
50	MBKX	300973
51	MBKX	300974
52	MBKX	300975
53	MBKX	300976
54	MBKX	300977
55	MBKX	300978
56	MBKX	300979
57	MBKX	300980
58	MBKX	300981
59	MBKX	300982
60	MBKX	300983
61	MBKX	300984
62	MBKX	300985
63	MBKX	300986
64	MBKX	300987
65	MBKX	300988
66	MBKX	300989
67	MBKX	300990
68	MBKX	300991

<u>Count</u>	<u>Mark</u>	<u>Number</u>
69	MBKX	300992
70	MBKX	300993
71	MBKX	300994
72	MBKX	300995
73	MBKX	300996
74	MBKX	300997
75	MBKX	300998
76	MBKX	300999
77	MBKX	301000
78	MBKX	301001
79	MBKX	301002
80	MBKX	301003
81	MBKX	301004
82	MBKX	301005
83	MBKX	301006
84	MBKX	301007
85	MBKX	301008
86	MBKX	301009
87	MBKX	301010
88	MBKX	301011
89	MBKX	301012
90	MBKX	301013
91	MBKX	301014
92	MBKX	301015
93	MBKX	301016
94	MBKX	301017
95	MBKX	301018
96	MBKX	301019
97	MBKX	301020
98	MBKX	301021
99	MBKX	301022
100	MBKX	301023